

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LUCKY'S MARKET PARENT COMPANY,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10166 (JTD)

(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON FEBRUARY 19, 2020 AT 11:00 A.M. (ET)**²

MATTERS GOING FORWARD

1. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (Publix Super Markets, Inc.) [Docket No. 63; Filed: 1/30/2020]

Objection Deadline: February 12, 2020 at 4:00 p.m.

Related Document(s):

- a) Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 75; Filed: 1/31/2020]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Lucky's Market Parent Company, LLC (2055), Lucky's Farmers Market Holding Company, LLC (5480), Lucky's Market Operating Company, LLC (7064), LFM Stores LLC (3114), Lucky's Farmers Market, LP (0828), Lucky's Farmers Market Resource Center, LLC (7711), Lucky's Market Holding Company 2, LLC (0607), Lucky's Market GP 2, LLC (9335), Lucky's Market 2, LP (8384), Lucky's Market of Longmont, LLC (9789), Lucky's Farmers Market of Billings, LLC (8088), Lucky's Farmers Markets of Columbus, LLC (3379), Lucky's Farmers Market of Rock Hill, LLC (3386), LFM Jackson, LLC (8300), Lucky's Farmers Market of Ann Arbor, LLC (4067), Lucky's Market of Gainesville, LLC (7877), Lucky's Market of Bloomington, LLC (3944), Lucky's Market of Plantation, LLC (4356), Lucky's Market of Savannah, GA, LLC (1097), Lucky's Market of Traverse, City, LLC (2033), Lucky's Market of Naples, FL, LLC (8700), and Sinoc, Inc. (0723).

² This hearing will be held before the Honorable John T. Dorsey at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801. Parties wishing to participate in the hearing telephonically must make arrangement through CourtCall (866-582-6878) in advance of the hearing.

- b) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]
- c) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 133; Filed: 2/7/2020]
- d) Second Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 188; Filed: 2/13/2020]

Response(s) Received:

- a) Omnibus Limited Objection to Debtors' Motions for Orders Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets [Docket No. 174; Filed: 2/12/2020]
- b) Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Bidding Procedures Motions [Docket No. 175; Filed: 2/12/2020]
- c) Informal comments from the Office of the United States

Status: This matter will go forward with respect to approval of bid procedures. The Debtors intend to file an omnibus reply to the objections in advance of the hearing.

2. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (ALDI INC.) [Docket No. 71; Filed: 1/31/2020]

Objection Deadline: February 12, 2020 at 4:00 p.m.

Related Document(s):

- a) Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 75; Filed: 1/31/2020]
- b) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]
- c) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 133; Filed: 2/7/2020]

- d) Second Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 188; Filed: 2/13/2020]

Response(s) Received:

- a) Limited Objection Of ARC CLORLFL001, LLC, Brixmor Operating Partnership LP, And TLF (Orlando), LLC, Series A To Motions Of Debtors For Entry Of (I) An Order (A) Approving Bid Procedures In Connection With The Potential Sale Of Certain Of The Debtors Assets, (B) Scheduling An Auction And Sale Hearing (C) Approving The Form And Manner Of Notice Thereof, (D) Authorizing The Debtors To Enter Into The Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures For The Assumption Of Contracts And Leases, And (G) Granting Related Relief; And (II) An Order (A) Approving The Sale Of [Docket No. 172; Filed: 2/12/2020]
- b) Reservation of Rights Of Realty Income Properties 4, LLC To Debtors Motion Of Debtors For Entry Of (I) An Order (A) Approving Bid Procedures In Connection With The Potential Sale Of Certain Of The Debtors' Assets, (B) Scheduling An Auction And Sale Hearing, (C) Approving The Form And Manner Of Notice Thereof, (D) Authorizing The Debtors To Enter Into The Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures For The Assumption And Assignment Of Contracts And Leases, And (G) Granting Related Relief; And (II) An Order (A) Approving The Sale Of Certain Of The Debtors Assets Free And Clear Of All Liens, Claims, Encumbrances, And Interests, (B) Authorizing The Assumption And Assignment Of Contracts And Leases, And (C) Granting Related Relief (ALDI, Inc.) [Docket No. 173; Filed: 2/12/2020]
- c) Omnibus Limited Objection to Debtors' Motions for Orders Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets [Docket No. 174; Filed: 2/12/2020]
- d) Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Bidding Procedures Motions [Docket No. 175; Filed: 2/12/2020]
- e) Informal comments from the Office of the United States

Status: This matter will go forward with respect to approval of bid procedures. The Debtors intend to file an omnibus reply to the objections in advance of the hearing.

3. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (Seabra Foods XIV, Inc.) [Docket No. 72; Filed: 1/31/2020]

Objection Deadline: February 12, 2020 at 4:00 p.m.

Related Document(s):

- a) Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 75; Filed: 1/31/2020]
- b) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]
- c) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 133; Filed: 2/7/2020]
- d) Second Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 188; Filed: 2/13/2020]

Response(s) Received:

- a) Limited Objection Of ARC CLORLFL001, LLC, Brixmor Operating Partnership LP, And TLF (Orlando), LLC, Series A To Motions Of Debtors For Entry Of (I) An Order (A) Approving Bid Procedures In Connection With The Potential Sale Of Certain Of The Debtors Assets, (B) Scheduling An Auction And Sale Hearing (C) Approving The Form And Manner Of Notice Thereof, (D) Authorizing The Debtors To Enter Into The Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures For The Assumption Of Contracts And Leases, And (G) Granting Related Relief; And (II) An Order (A) Approving The Sale Of [Docket No. 172; Filed: 2/12/2020]
- b) Omnibus Limited Objection to Debtors' Motions for Orders Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets [Docket No. 174; Filed: 2/12/2020]
- c) Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Bidding Procedures Motions [Docket No. 175; Filed: 2/12/2020]

- d) Informal comments from the Office of the United States Trustee

Status: This matter will go forward with respect to approval of bid procedures. The Debtors intend to file an omnibus reply to the objections in advance of the hearing.

4. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (LM Acquisition Co. LLC) [Docket No. 73; Filed: 1/31/2020]

Objection Deadline: February 12, 2020 at 4:00 p.m.

Related Document(s):

- a) Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 75; Filed: 1/31/2020]
- b) Notice of Filing of Amended and Restated Exhibit A to Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (LM Acquisition Co. LLC) [Docket No. 99; Filed: 2/4/2020]
- c) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]
- d) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 133; Filed: 2/7/2020]
- e) Second Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 188; Filed: 2/13/2020]

Response(s) Received:

- a) Omnibus Limited Objection to Debtors' Motions for Orders Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets [Docket No. 174; Filed: 2/12/2020]
- b) Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Bidding Procedures Motions [Docket No. 175; Filed: 2/12/2020]
- c) Informal comments from the Office of the United States Trustee

Status: This matter will go forward with respect to approval of bid procedures. The Debtors intend to file an omnibus reply to the objections in advance of the hearing.

5. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (Winn-Dixie Store, Inc.) [Docket No. 97; Filed: 2/4/2020]

Objection Deadline: February 12, 2020 at 4:00 p.m.

Related Document(s):

- a) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]
- b) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 133; Filed: 2/7/2020]
- c) Second Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 188; Filed: 2/13/2020]

Response(s) Received:

- a) Omnibus Limited Objection to Debtors' Motions for Orders Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets [Docket No. 174; Filed: 2/12/2020]
- b) Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Bidding Procedures Motions [Docket No. 175; Filed: 2/12/2020]

- c) Informal comments from the Office of the United States Trustee

Status: This matter will go forward with respect to approval of bid procedures. The Debtors intend to file an omnibus reply to the objections in advance of the hearing.

- 6. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (Carlos Alvarez) [Docket No. 98; Filed: 2/4/2020]

Objection Deadline: February 12, 2020 at 4:00 p.m.

Related Document(s):

- a) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]
- b) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 133; Filed: 2/7/2020]
- c) Second Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 188; Filed: 2/13/2020]

Response(s) Received:

- a) Omnibus Limited Objection to Debtors' Motions for Orders Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets [Docket No. 174; Filed: 2/12/2020]
- b) Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Bidding Procedures Motions [Docket No. 175; Filed: 2/12/2020]
- c) Limited Objection of Seritage SRC Finance LLC to Motion of Debtors for Entry of (I) Of an Order (A) Approving Bid Procedures in Connection With the Potential Sale of Certain of the Debtors Assets, (B) Scheduling an Auction and a Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; (II) an Order Approving the Sale of Certain of the Debtors Assets Free and Clear of All Liens, Claims,

Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Eases, and (C) Granting Related Relief (Carlos Alvarez) [Docket No. 176; Filed: 2/12/2020]

d) Informal comments from the Office of the United States Trustee

Status: This matter will go forward with respect to approval of bid procedures. The Debtors intend to file an omnibus reply to the objections in advance of the hearing.

7. Motion of Debtors for Entry of (I) an Order (A) Approving Global Bid Procedures in Connection with the Sale of the Remainder of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (E) Granting Related Relief; and (II) an Order (A) Approving the Sale of the Remainder of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief [Docket No. 186; Filed: 2/13/2020]

Objection Deadline: At the hearing.

Related Document(s):

- a) Second Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 188; Filed: 2/13/2020]
- b) Notice of Motion of Debtors for Entry of (I) an Order (A) Approving Global Bid Procedures in Connection with the Sale of the Remainder of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (E) Granting Related Relief; and (II) an Order (A) Approving the Sale of the Remainder of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief [Docket No. 193; Filed: 2/13/2020]

Response(s) Received: None at this time.

Status: This matter will go forward with respect to approval of bid procedures. The Debtors intend to file an omnibus reply to the objections in advance of the hearing. The Debtors believe that the global bidding procedures motion resolves parties concerns regarding the proposed sale process timeline.

Dated: February 14, 2020
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

/s/ Christopher A. Ward
Christopher A. Ward (Del. Bar No. 3877)
222 Delaware Avenue, Suite 1101
Wilmington, Delaware 19801
Telephone: (302) 252-0920
Facsimile: (302) 252-0921
cward@polsinelli.com

-and-

Liz Boydston (Admitted *Pro Hac Vice*)
2950 N. Harwood, Suite 2100
Dallas, TX 75201
Telephone: (214) 661-5557
lboydston@polsinelli.com

*Proposed Counsel to the Debtors and
Debtors in Possession*